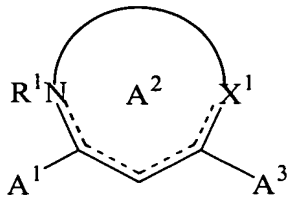
Amendments to the Claims

The listing of claims will replace all prior versions, and listings of claims in the application.

Claim 1 (previously presented): A compound of Formula I:



I

in which:

the dashed lines indicate optional unsaturation without violating valency rules;

R^1 is hydrogen, (C_{1-6})alkyl or $-C(O)R^6$, wherein R^6 is as defined below, or R^1 is absent when a double bond exists between the nitrogen atom to which R^1 is attached and an adjacent ring atom;

X^1 is $-S(O)_n-$, wherein n is 0, 1, or 2;

A^1 is a monocyclic or fused polycyclic ring system selected from aryl containing a total of 6 to 14 ring atoms, heteroaryl containing a total of 5 to 14 ring atoms and unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 14 ring atoms, wherein A^1 may be substituted with a group selected from $-X^2R^3$, $-X^2OR^3$, $-X^2C(O)R^3$, $-X^2OC(O)R^3$, $-X^2C(O)OR^3$, $-X^2SR^3$, $-X^2S(O)R^3$, $-X^2S(O)_2R^3$, $-X^2NR^3R^4$, $-X^2NR^4C(O)R^3$, $-X^2NR^4C(O)OR^3$, $-X^2C(O)NR^3R^4$, $-X^2NR^4C(O)NR^3R^4$, $-X^2NR^4C(NR^4)NR^3R^4$, $-X^2NR^4S(O)_2R^3$ and $-X^2S(O)_2NR^3R^4$, wherein X^2 is a bond or (C_{1-6})alkylene, R^3 is $-X^2R^5$ wherein X^2 is as defined above and R^5 is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10

ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^1 and R^5 that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said carbocycloalkyl and heterocycloalkyl rings within A^1 and R^5 may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo, with the proviso that only one of A^1 and R^5 is a fused polycyclic ring system;

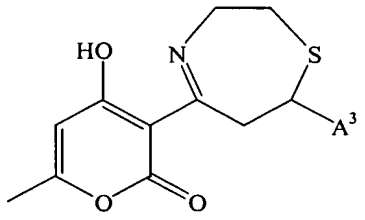
A^2 is a monocyclic ring selected from heteroarylene or unsaturated, partially unsaturated or saturated heterocycloalkylene containing a total of 7 ring atoms, wherein A^2 may be substituted with a group selected from $-X^2R^8$, $-X^2OR^8$, $-X^2C(O)R^8$, $-X^2OC(O)R^8$, $-X^2C(O)OR^8$, $-X^2SR^8$, $-X^2S(O)R^8$, $-X^2S(O)_2R^8$, $-X^2NR^4R^8$, $-X^2NR^4C(O)R^8$, $-X^2NR^4C(O)OR^8$, $-X^2C(O)NR^4R^8$, $-X^2NR^4C(O)NR^4R^8$, $-X^2NR^4C(NR^4)NR^4R^8$, $-X^2NR^4S(O)_2R^8$ and $-X^2S(O)_2NR^4R^8$, wherein X^2 is a bond or (C_{1-6})alkylene, R^8 is $-X^2R^9$ wherein X^2 is as defined above and R^9 is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^2 and R^8 that contains from 3 to 8

ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said heterocycloalkylene, carbocycloalkyl and heterocycloalkyl rings within A^2 and R^8 may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo; and

A^3 is a monocyclic or fused polycyclic ring system selected from aryl containing a total of 6 to 14 ring atoms, heteroaryl containing a total of 5 to 14 ring atoms and unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 14 ring atoms, wherein A^3 may be substituted with a group selected from $-X^2R^{9'}$, $-X^2OR^{9'}$, $-X^2C(O)R^{9'}$, $-X^2OC(O)R^{9'}$, $-X^2C(O)OR^{9'}$, $-X^2SR^{9'}$, $-X^2S(O)R^{9'}$, $-X^2S(O)_2R^{9'}$, $-X^2NR^4R^{9'}$, $-X^2NR^4C(O)R^{9'}$, $-X^2NR^4C(O)OR^{9'}$, $-X^2C(O)NR^4R^{9'}$, $-X^2NR^4C(O)NR^4R^{9'}$, $-X^2NR^4C(NR^4)NR^4R^{9'}$, $-X^2NR^4S(O)_2R^{9'}$ and $-X^2S(O)_2NR^4R^{9'}$, wherein X^2 is a bond or (C_{1-6})alkylene, $R^{9'}$ is $-X^2R^{10}$ wherein X^2 is as defined above and R^{10} is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^3 and R^{10} that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$,

$-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said carbocycloalkyl and heterocycloalkyl rings within A^3 and R^{10} may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo, with the proviso that only one of A^3 and R^{10} is a fused polycyclic ring system; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof;

with the proviso that when said compound is Formula II(a):



II(a)

then A^3 is other than:

unsubstituted pyridyl;

unsubstituted thienyl;

unsubstituted indolyl;

unsubstituted phenyl;

benzo[1,3]dioxolyl;

2,3-dihydro-benzo[1,4]dioxinyl;

phenyl which is mono-substituted by fluoro, bromo, iodo, nitro, methyl, isopropyl, ethoxy or methylsulfanyl; and

phenyl which is substituted by at least one of chloro, hydroxy or methoxy.

Claim 2 (previously presented): The compound of claim 1, and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts of said compound, with the further proviso that A^3 is other than:

unsubstituted pyridyl;

unsubstituted thienyl;

unsubstituted indolyl;

unsubstituted phenyl;

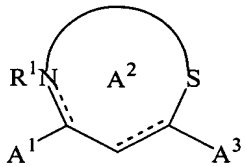
benzo[1,3]dioxolyl;

2,3-dihydro-benzo[1,4]dioxinyl; and

phenyl which is substituted by at least one of halogen, nitro, hydroxy, (C_{1-3})alkyl, methoxy, ethoxy and methylsulfanyl.

Claim 3 (previously presented): The compound of claim 1, and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts of said compound, with the further proviso that A^1 is not 4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl.

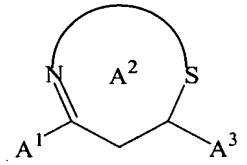
Claim 4 (previously presented): The compound of Claim 1 in which said compound is of Formula I(A):



I(A)

in which R^1, A^1, A^2 and A^3 are as defined in Claim 1; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

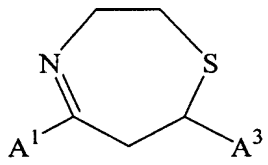
Claim 5 (previously presented): The compound of Claim 4 in which said compound is of Formula I(B):



I(B)

and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 6 (previously presented): The compound of Claim 5 in which said A^2 is 2,3,6,7-tetrahydro-[1,4]thiazepin-5,7-ylene, that is the compound of Formula I(C):



I(C)

in which said 2,3,6,7-tetrahydro-[1,4]thiazepin-5,7-ylene may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted

(C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 is a bond or (C_{1-6})alkylene, R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 7 (previously presented): The compound of Claim 6 in which A^1 is 4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl or 4-methoxy-6-methyl-2-oxo-2*H*-pyran-3-yl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 8 (previously presented): The compound of Claim 7 in which said compound is selected from the group consisting of:

4-hydroxy-6-methyl-3-[7-(3-phenyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(5-ethyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(1-benzyl-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3[7-(2-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3[7-(3-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3[7-(4-trifluoromethylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3-[7-[3-(3-trifluoromethyl-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-[3-(3,4-dichloro-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-[3-(3,5-dichloro-phenoxy)-phenyl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-{7-[5-(3-trifluoromethyl-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-pyran-2-one;

3-{7-[5-(2-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[5-(3-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[5-(4-chloro-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-{7-[5-(2-chloro-5-trifluoromethyl-phenyl)-furan-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-pyran-2-one;

3-[7-(4-bromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(5-bromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(1-benzenesulfonyl-1*H*-pyrrol-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(3-methyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(5-methyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(1-methyl-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(3-chloro-2-methyl-5-trifluoromethyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(2,4-difluoro-benzenesulfonyl)-1*H*-pyrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-(7-[2,2']bithienyl-5-yl-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl)-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(3,5-dichloro-phenyl)-1*H*-pyrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-{7-[1-(4-chloro-phenyl)-1*H*-pyrrol-2-yl]-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl}-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(5-chloro-1*H*-indol-3-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(6-*p*-tolylsulfanyl-imidazo[2,1-*b*]thiazol-5-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(4,5-dibromo-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(5-methylsulfanyl-thien-2-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(5-chloro-1-methyl-3-phenyl-1*H*-pyrazol-4-yl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(4-dimethylamino-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-6-methyl-3-[7-(4-trifluoromethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-pyran-2-one;

3-[7-(bis-trifluoromethyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-3-[7-(4-methanesulfonyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one; and

3-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-methoxy-6-methyl-pyran-2-one;

and the pharmaceutically acceptable salts thereof.

Claim 9 (previously presented): The compound of Claim 6 in which A^1 is 4-hydroxy-6-methyl-2-oxo-5,6-dihydro-2*H*-pyran-3-yl or 4-methoxy-6-methyl-2-oxo-5,6-dihydro-2*H*-pyran-3-yl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 10 (currently amended): The compound of Claim 9 in which said compound is selected from the group consisting of:

3-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

3-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

3-[7-(4-dimethylamino-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one; and

3-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

and the pharmaceutically acceptable salts thereof.

Claim 11 (previously presented): The compound of Claim 6 in which A^1 is 2-hydroxy-6-oxo-cyclohex-1-enyl or 2-methoxy-6-oxo-cyclohex-1-enyl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 12 (previously presented): The compound of Claim 11 in which said compound is selected from the group consisting of:

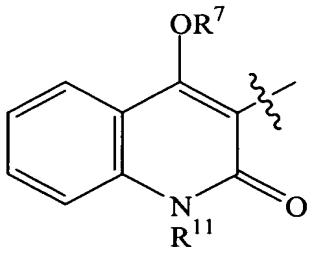
2-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone;

2-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone; and

3-hydroxy-2-[7-(2,3,4-trimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-cyclohex-2-enone;

and the pharmaceutically acceptable salts thereof.

Claim 13 (previously presented): The compound of claim 6 in which A^1 is a group of Formula (c):



(c)

in which R^7 is hydrogen or methyl, R^{11} is hydrogen or (C_{1-6})alkyl and the free valence is attached to A^2; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

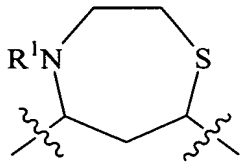
Claim 14 (previously presented): The compound of Claim 13 which is:

3-[7-(2,4-dimethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-1*H*-quinolin-2-one;

and the pharmaceutically acceptable salts thereof.

Claims 15-21 (canceled)

Claim 22 (previously presented): The compound of Claim 4 in which said A^2 is a group of Formula (k):



(k)

in which said group of Formula (k) may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 is a bond or (C_{1-6})alkylene, R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 23 (previously presented): The compound of Claim 22 in which R^1 is hydrogen; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 24 (previously presented): The compound of Claim 22 in which A^1 is 4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl or 4-methoxy-6-methyl-2-oxo-2*H*-pyran-3-yl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 25 (previously presented): The compound of Claim 24 in which said compound is selected from the group consisting of:

3-[4-acetyl-7-(2,4-dimethoxy-phenyl)-[1,4]thiazepan-5-yl]-4-hydroxy-6-methyl-pyran-2-one; and

3-[7-(2,4-dimethoxy-phenyl)-4-(2,2,2-trifluoro-ethanoyl)-[1,4]thiazepan-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

and the pharmaceutically acceptable salts thereof.

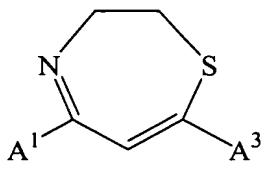
Claim 26 (original): The compound of Claim 22 in which A^1 is optionally substituted phenyl.

Claim 27 (previously presented): The compound of Claim 26 which is:

1-[7-(2,4-dimethoxy-phenyl)-5-(3-fluoro-4-methoxyphenyl)-[1,4]thiazepan-4-yl]-ethanone;

and the pharmaceutically acceptable salts thereof.

Claim 28 (previously presented): The compound of Claim 4 in which said A^2 is 2,3-dihydro-[1,4]thiazepin-5,7-ylene that is the compound of Formula I(F):



I(F)

in which said 2,3-dihydro-[1,4]thiazepin-5,7-ylene may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl,

$-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 is a bond or (C_{1-6})alkylene, R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 29 (previously presented): The compound of Claim 28 in which A^1 is 4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl or 4-methoxy-6-methyl-2-oxo-2*H*-pyran-3-yl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 30 (previously presented): The compound of Claim 29 in which said compound is selected from the group consisting of:

3-[7-(2,4-dimethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one; and

3-(7-[2,2']bithienyl-5-yl-2,3-dihydro-[1,4]thiazepin-5-yl)-4-hydroxy-6-methyl-pyran-2-one;

and the pharmaceutically acceptable salts thereof.

Claim 31 (previously presented): The compound of Claim 28 in which A^1 is 4-hydroxy-6-methyl-2-oxo-5,6-dihydro-2*H*-pyran-3-yl or 4-methoxy-6-methyl-2-oxo-5,6-dihydro-2*H*-pyran-3-yl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 32 (previously presented): The compound of Claim 31 which is:

3-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-5,6-dihydro-pyran-2-one;

and the pharmaceutically acceptable salts thereof.

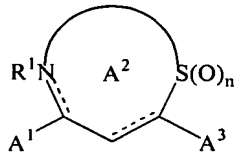
Claim 33 (previously presented): The compound of Claim 28 in which A^1 is 2-hydroxy-6-oxo-cyclohex-1-enyl or 2-methoxy-6-oxo-cyclohex-1-enyl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 34 (previously presented): The compound of Claim 33 which is:

2-[7-(2,4-diethoxy-phenyl)-2,3-dihydro-[1,4]thiazepin-5-yl]-3-hydroxy-cyclohex-2-enone;

and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

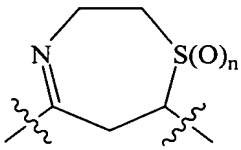
Claim 35 (previously presented): The compound of Claim 1 in which said compound is of Formula I(G):



I(G)

in which n, R^1, A^1, A^2 and A^3 are defined as in Claim 1; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 36 (previously presented): The compound of Claim 35 in which A^2 is a group of Formula (l):



(l)

in which said group of Formula (l) may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 is a bond or (C_{1-6})alkylene, R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 37 (previously presented): The compound of Claim 36 in which n is 1 and A^1 is 4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl or 4-methoxy-6-methyl-2-oxo-2*H*-pyran-3-yl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 38 (currently amended): The compound of Claim 37 which is:

3-[7-(2,4-dimethoxy-phenyl)-1-oxo-2,3,6,7-tetrahydro-1*H*-1λ^4-[1,4]thiazepin-5-yl]-4-hydroxy-6-~~methoxy~~ methyl-pyran-2-one;

and the pharmaceutically acceptable salts thereof.

Claim 39 (previously presented): The compound of claim 36 in which n is 2 and A^1 is 4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl or 4-methoxy-6-methyl-2-oxo-2*H*-pyran-3-yl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 40 (currently amended): The compound of claim 39 which is:

3-[7-(2,4-dimethoxy-phenyl)-1,1-dioxo-2,3,6,7-tetrahydro-1*H*-1λ^6-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claims 41-46 (canceled)

Claim 47 (previously presented): A compound selected from the group consisting of:

4-hydroxy-3-[7-(2-methoxy-4-methylsulfanyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one;

3-[7-(2-chloro-5-trifluoromethyl-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

3-[7-(4-dimethylamino-2-methoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-4-hydroxy-6-methyl-pyran-2-one;

4-hydroxy-3-[7-(4-chloro-2-methoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one; and

4-hydroxy-3-[7-(2,4-diethoxy-phenyl)-2,3,6,7-tetrahydro-[1,4]thiazepin-5-yl]-6-methyl-pyran-2-one; or

an individual stereoisomer and mixtures of stereoisomers; or the pharmaceutically acceptable salt thereof.

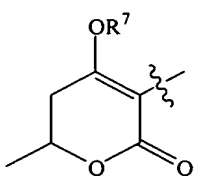
Claim 48 (previously presented): A compound selected from the group consisting of:

7-(2,4-dimethoxy-phenyl)-5-(4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl)-2,2-dimethyl-2,3,6,7-tetrahydro-[1,4]thiazepine-3-carboxylic acid; and

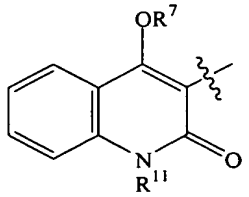
2-({1-[7-(2,4-dimethoxy-phenyl)-5-(4-hydroxy-6-methyl-2-oxo-2*H*-pyran-3-yl)-2,2-dimethyl-2,3,6,7-tetrahydro-[1,4]thiazepin-3-yl]-methanoyl}-amino)-propionic acid *tert*-butyl ester;

and the pharmaceutically acceptable salts thereof.

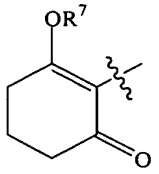
Claim 49 (previously presented): The compound of Claim 1 in which A^1 is a group selected from Formulae (b), (c), (d), (e) and (f):



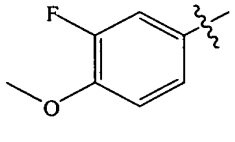
(b)



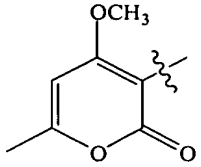
(c)



(d)



(e)



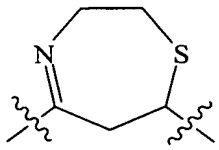
(f)

in which R^7 is hydrogen or methyl, R^{11} is hydrogen or (C_{1-6})alkyl and the free valance is attached to A^2; and

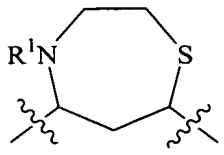
A^2 is as defined in Claim 1 or is a monocyclic ring selected from heteroarylene or unsaturated, partially unsaturated or saturated heterocycloalkylene containing a total of 7 ring atoms, wherein A^2 may be substituted with a group selected from $-X^2R^8$, $-X^2OR^8$, $-X^2C(O)R^8$, $-X^2OC(O)R^8$, $-X^2C(O)OR^8$, $-X^2SR^8$, $-X^2S(O)R^8$, $-X^2S(O)_2R^8$, $-X^2NR^4R^8$, $-X^2NR^4C(O)R^8$, $-X^2NR^4C(O)OR^8$, $-X^2C(O)NR^4R^8$, $-X^2NR^4C(O)NR^4R^8$, $-X^2NR^4C(NR^4)NR^4R^8$, $-X^2NR^4S(O)_2R^8$ and $-X^2S(O)_2NR^4R^8$, wherein X^2 is a bond or (C_{1-6})alkylene, R^8 is $-X^2R^9$ wherein X^2 is as defined above and R^9 is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^2 and R^8

that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said heterocycloalkylene, carbocycloalkyl and heterocycloalkyl rings within A^2 and R^8 may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

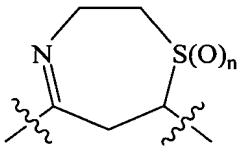
Claim 50 (previously presented): The compound of Claim 49 in which A^2 is a group selected from Formulae (h), (k), (l) and (m):



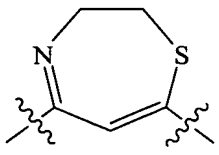
(h)



(k)



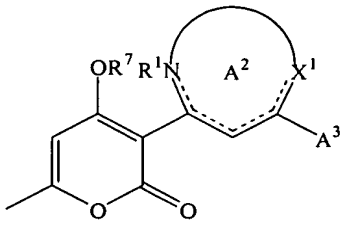
(l)



(m)

in which n is 1 or 2 and R^1 is acetyl or trifluoroacetyl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 51 (previously presented): A compound of Formula II:



II

in which:

the dashed lines indicate optional unsaturation without violating valency rules;

R^1 is hydrogen, (C_{1-6})alkyl or $-C(O)R^6$, wherein R^6 is as defined below, or R^1 is absent when a double bond exists between the nitrogen atom to which R^1 is attached and an adjacent ring atom;

R^7 is hydrogen;

X^1 is $-S(O)_n-$, wherein n is 0, 1, or 2;

A^2 is a monocyclic ring selected from heteroarylene or unsaturated, partially unsaturated or saturated heterocycloalkylene containing a total of 7 ring atoms, wherein A^2 may be substituted with a group selected from $-X^2R^8$, $-X^2OR^8$, $-X^2C(O)R^8$, $-X^2OC(O)R^8$, $-X^2C(O)OR^8$, $-X^2SR^8$, $-X^2S(O)R^8$, $-X^2S(O)_2R^8$, $-X^2NR^4R^8$, $-X^2NR^4C(O)R^8$, $-X^2NR^4C(O)OR^8$, $-X^2C(O)NR^4R^8$, $-X^2NR^4C(O)NR^4R^8$, $-X^2NR^4C(NR^4)NR^4R^8$, $-X^2NR^4S(O)_2R^8$ and $-X^2S(O)_2NR^4R^8$, wherein X^2 is a bond or (C_{1-6})alkylene, R^8 is $-X^2R^9$ wherein X^2 is as defined above and R^9 is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or

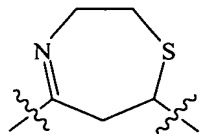
halo-substituted (C_{1-6})alkyl, wherein each ring within A^2 and R^8 that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$,$-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2C(O)NR^4X^2C(O)OR^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said heterocycloalkylene, carbocycloalkyl and heterocycloalkyl rings within A^2 and R^8 may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo; and

A^3 is a monocyclic or fused polycyclic ring system selected from aryl containing a total of 6 to 14 ring atoms, heteroaryl containing a total of 5 to 14 ring atoms and unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 14 ring atoms, wherein A^3 may be substituted with a group selected from $-X^2R^{9'}$, $-X^2OR^{9'}$, $-X^2C(O)R^{9'}$, $-X^2OC(O)R^{9'}$, $-X^2C(O)OR^{9'}$, $-X^2SR^{9'}$, $-X^2S(O)R^{9'}$, $-X^2S(O)_2R^{9'}$, $-X^2NR^4R^{9'}$, $-X^2NR^4C(O)R^{9'}$, $-X^2NR^4C(O)OR^{9'}$, $-X^2C(O)NR^4R^{9'}$, $-X^2NR^4C(O)NR^4R^{9'}$, $-X^2NR^4C(NR^4)NR^4R^{9'}$, $-X^2NR^4S(O)_2R^{9'}$ and $-X^2S(O)_2NR^4R^{9'}$, wherein X^2 is a bond or (C_{1-6})alkylene, $R^{9'}$ is $-X^2R^{10}$ wherein X^2 is as defined above and R^{10} is aryl containing a total of 6 to 10 ring atoms, heteroaryl containing a total of 5 to 10 ring atoms or unsaturated, partially unsaturated or saturated carbocycloalkyl or heterocycloalkyl each containing a total of 3 to 10 ring atoms, and R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, wherein each ring within A^3 and R^{10} that contains from 3 to 8 ring atoms may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, cyano, halo, nitro, halo-substituted

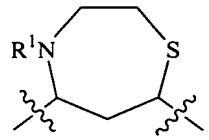
(C_{1-6})alkyl, $-X^2OR^4$, $-X^2C(O)R^6$, $-X^2OC(O)R^6$, $-X^2C(O)OR^4$, $-X^2SR^4$, $-X^2S(O)R^6$, $-X^2S(O)_2R^6$, $-X^2NR^4R^4$, $-X^2NR^4C(O)R^6$, $-X^2NR^4C(O)OR^4$, $-X^2C(O)NR^4R^4$, $-X^2NR^4C(O)NR^4R^4$, $-X^2NR^4C(NR^4)NR^4R^4$, $-X^2NR^4S(O)_2R^6$ and $-X^2S(O)_2NR^4R^4$, wherein X^2 and R^4 are as defined above and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl, and wherein any said carbocycloalkyl and heterocycloalkyl rings within A^3 and R^{10} may be substituted further with 1 to 2 groups independently selected from (C_{1-6})alkylidene, oxo, imino and thioxo with the proviso that only one of A^3 and R^{10} is a fused polycyclic ring system; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof;

provided, however, Formula II does not represent a compound wherein A^2 is 2,3,6,7-tetrahydro-[1,4]thiazepinylene and A^3 is benzo[1,3]dioxolyl, indolyl, phenyl, pyridyl or thienyl, wherein said phenyl may be substituted with 1 to 3 groups independently selected from halo, nitro, hydroxy, (C_{1-4})alkyl, (C_{1-4})alkylsulfanyl and (C_{1-4})alkyloxy or any individual stereoisomer or mixture of stereoisomers, or pharmaceutically acceptable salt thereof.

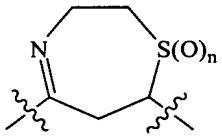
Claim 52 (previously presented): The compound of Claim 51 in which A^2 is a group selected from Formulae (h), (k), (l) and (m):



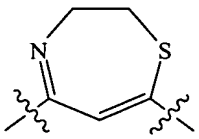
(h)



(k)



(l)



(m)

in which n is 1 or 2 and R^1 is acetyl or trifluoroacetyl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claim 53 (previously presented): The compound of Claim 52 in which A^3 is phenyl or heteroaryl containing a total of 5 to 9 ring atoms, wherein A^3 may be substituted with a group selected from $-X^2R^{9'}$, $-X^2OR^{9'}$, $-X^2SR^{9'}$ and $-X^2S(O)_2R^{9'}$, wherein $R^{9'}$ is $-X^2R^{10}$, X^2 is a bond or (C_{1-6})alkylene and R^{10} is phenyl or heteroaryl containing a total of 5 to 6 ring atoms, wherein each ring within A^3 and R^{10} may be substituted with 1 to 3 groups independently selected from (C_{1-6})alkyl, halo, halo-substituted (C_{1-6})alkyl, $-X^2OR^4$, $-X^2SR^4$, $-X^2S(O)_2R^6$ and $-X^2NR^4R^4$, wherein R^4 at each occurrence independently is hydrogen, (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl and R^6 is (C_{1-6})alkyl or halo-substituted (C_{1-6})alkyl; and the individual stereoisomers and mixtures of stereoisomers; and the pharmaceutically acceptable salts thereof.

Claims 54-97 (canceled)